

BOARD OF DIRECTORS AUDIT COMMITTEE BYLAWS

(BOARD AUDIT COMMITTEE)

EYDAP S.A.

**(α.ε.κ. 5/204/14.11.2000, Law 4449/2017, Law 4548/2018,
Law 4706/2020)**



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1. GENERAL REFERENCE

1. In the context of the Corporate Governance of the Company, the evaluation of the Internal Audit System and the implementation of the Decisions of the Supervisory Authorities (Decision of Hellenic Capital Market Commission 5/204/14.11.2000, Law 3016/17.05.2002, Law 4449/24.01.2017, Law 4706/2020), by Decision of the General Meeting of Shareholders, an Audit Committee is established by members of the Board of Directors, which reports, through its Chairman, to the Board of Directors.
2. The Audit Committee must operate within the framework of the Established Rules and Principles of the Company, the Decisions of the Hellenic Capital Market Commission and the Laws of the State and in harmonization with the best practices governing the operation of the majority shareholder of EYDAP, i.e. the Hellenic Company of Assets and Participations S.A., with the aim of enhancing the financial value of the Company and defending the interests of shareholders.
3. These Bylaws set out the purpose, jurisdiction, election, line-up, competencies, responsibilities and method of operation of the Committee.
4. The Bylaws reviewed by the Audit Committee at least every two (2) years, in order to determine if there is a need to update them, in any case when there are changes in the role and responsibilities of the Committee, the Company or the legislation, which relate to the issues covered by these Bylaws.

2. ELECTION - LINE UP - OPERATION OF AUDIT COMMITTEE

1. The Audit Committee is:
 - (aa) a committee of the Board of Directors, composed of its non - executive members, or
 - ab) an independent committee, consisting of non-executive members of the Board of Directors and third parties, or
 - ac) an independent committee, which consists only of third parties.In case it is a Committee of the Board of Directors, it consists of non-Executive Members of the Board of Directors. The Audit Committee has at least (3) three members and they are in their majority independent of the audited entity, within the meaning of the provisions of Law 3016/2002 (A1 110 and Law 4706/2020) or the current legislation and are in charge of all corporate issues, par. 1, Article 44, Law 4449/2017, Law 4706/2020).
- b) The type of the audit committee, the term, the number and the capacities of its members are decided by the general meetings.
- c) The members of the Audit Committee are appointed by the Board of Directors, when it is its

committee, or by the General Meeting of Shareholders, when it is an independent committee.

d) The members of the Audit Committee are in their majority independent of the audited entity.

e) The Chairperson is appointed by the members and is independent of the audited entity.

2. The members of the Audit Committee have sufficient knowledge of the field in which the audited entity operates. At least one member of the audit committee, who is independent of the audited entity, with sufficient knowledge and experience in auditing or accounting, is required to attend the meetings of the Audit Committee regarding the approval of the financial statements.
3. The members of the Audit Committee should not hold parallel positions or capacities or carry out transactions that could be considered to conflict with their mission. Also, the members of the Committee during their term of office must not hold shares at a percentage any higher than 0.5% of the Company's Share Capital.
4. The participation of the members of the Committee in other committees of the Board of Directors of the Company is not prohibited, as long as it is not considered incompatible.
5. The term of office of the members of the Audit Committee must coincide with the duration of their term of office on the Board of Directors, unless the General Meeting of Shareholders decides otherwise.
6. In case of resignation, death or loss of membership, the Board of Directors appoints from its existing members, a new replacement member, for the period until the end of the term, subject, if applicable, to par. 1 and 2 of article 82 of Law 4548/2018, which applies mutatis mutandis. When the member of the previous section is a third person, not a member of the Board of Directors, the Board of Directors appoints a third person, non-member of the Board of Directors, as a temporary replacement, and the next General Meeting of Shareholders appoints either the same member or elects another one, for the period until the end of their term on the audit committee.
7. The Audit Committee, for the implementation of its work, holds scheduled meetings at regular intervals and unscheduled ones, when required. The frequency and timing of the meetings of the Audit Committee are proportional to the extent of its responsibilities, taking into account, inter alia, the activity, size, business environment and the Business Model of the Company. In any case, it meets at least once every quarter at predetermined dates and times as well as venue.

8. The Chairperson of the Audit Committee reserves the right to convene extraordinary meetings, when the need arises, to discuss important issues. It also meets at the invitation of the Board of Directors, and when the need arises for issues related to Internal Audit.
9. The Audit Committee is in quorum and meets validly when two (2) of its (3) members are present, however one of the two members must be the Chairperson of the Committee.
10. Any decisions of the Audit Committee are taken by a majority of the members present. The Board of Directors must be informed when decisions are not unanimous.
11. The members of the Audit Committee can participate in the meetings via teleconference.
12. The Audit Committee may invite to its meetings, whenever deemed useful, any member of the Board of Directors, including the Chief Executive Officer, executives of the Company and the head of the Internal Audit Division. It may also invite External Auditors and Consultants for the provision of information or clarifications on matters within its competence.
13. The Chairman of the Audit Committee may convene preparatory meetings with the External Auditors, the Chief Financial Officer, the Internal Auditor. The other members of the Audit Committee have the right to attend if they so wish.
14. The Chairman of the Audit Committee formulates and suggests the items on the agenda for discussion. Items for discussion may be brought to the Committee by any of its members, through the Chairman, related to its duties.
15. The secretary collects the items on the agenda, prepares the agenda table and distributes it to Committee members in a safe manner along with the relevant information at least 3 days before the Committee meeting. Relevant documents can also be sent by email.
16. The Audit Committee, keeps Minutes of all Meetings, where the decisions taken, the attendees, the agreed actions and those responsible for implementation are recorded, and they are signed by the attending members, according to article 93 of Law 4548/2018. In cases of decisions taken by majority, the minority opinion must be recorded in the minutes.

3. DUTIES AND OBLIGATIONS OF THE AUDIT COMMITTEE RELATING TO:

3.1 The Relationships of Cooperation with Management - Board of Directors:

The Audit Committee, according to the provisions of Chapter 2, can be a Committee of the Board of Directors of the Company, in which case it refers to it. The main purpose of the Audit Committee is to support the Board of Directors in terms of its responsibilities, which mainly concern the following:

1. The overview of the adequacy of the Internal Audit System and the monitoring of the efficiency and effectiveness of the Internal Audit Department.
2. The overview of the financial information process and the assurance of the integrity of the financial statements.
3. The selection process of the regular external auditors, as well as the monitoring of the independence and performance of the regular external auditors.

In the framework of the purpose of its operation, the Board of Directors authorizes the Audit Committee to:

- Have unhindered and full access to the information needed during the exercise of its responsibilities and to have at its disposal any information - document requested by the employees - executives.
- Have complete freedom to inspect and evaluate all policies, procedures, audit mechanisms and practices of any activity of the Company, as well as any action plan or operation related to the audit work.
- Cooperate with other Committees of the Board of Directors
- Have the assurance by Management, of resources and means that are necessary for the implementation of its work.
- Assign to External Consultants-Experts the investigation of issues for the provision of specialized services related to audits, Governance Systems, with a relevant application to the competent bodies for approval.
- Evaluate confidential or anonymous complaints, which it becomes aware of, by employees of the Company or investors or third parties, regarding disputed issues of the financial statements or more generally issues related to the activity and operation of the Company and inform the Board of Directors.

3.2 Supervision of Internal Audit Mechanisms:

1. The Board of Directors assures that there is adequate and systematic monitoring of internal audit systems (including information systems security), quality assurance and risk management, especially in terms of financial information, and that the Company complies with relevant laws and regulations.
2. Participates in the monitoring of the implementation of the recommendations of the Internal Audit Division to improve the audit mechanisms and procedures of the Company, in order to examine the progress of the implementation of the recommendations and any problems that arise in the relevant action plans.
3. Supports the Board of Directors, in terms of obtaining sufficient information to make decisions on matters of transactions between related parties and any conflicts of interest.
4. Ensures the existence of procedures according to which the Company's staff can, in confidence, express their concerns about possible illegalities and irregularities in matters of financial information or other issues related to the operation of the Company.

3.3 The supervision of the Internal Audit Division:

1. Supervises the problem-free operation of the Internal Audit Committee, evaluates its work, adequacy and effectiveness, without affecting its independence.
2. Ensures the independence and objectivity of the Internal Audit Division and its unhindered access to any information.
3. Evaluates the staffing and organisational structure of the Internal Audit Division and, if it considers this necessary, submits proposals to the Board of Directors so that the Internal Audit Division is adequately staffed with suitable staff to ensure problem-free implementation of the Annual Audit Plan.
4. Proposes to the Board of Directors the appointment and revocation of the Internal Audit Manager in accordance with article 15 par. 2 of Law 4706/2020.
5. Evaluates the procedure for the preparation of the Annual and Three-Year Audit Plan, focusing on the Risk Assessment procedure, prioritization of Audits and coordination with the External Audit and approves any changes.

In particular, according to article 15, par. 5 of Law 4706/2020, it receives from the head of the Internal Audit Division and examines the annual audit plan and the demands for

resources, as well as the consequences of restricting the resources or the audit work of the Division in general. The audit annual plan is prepared based on the company's risk assessment, after first taking into consideration the opinion of the audit committee.

6. The annual and three-year audit plan approved by the Audit Committee is submitted to the Board of Directors for approval.
7. Examines and evaluates the audit reports, as well as the responses and time frames for implementing the proposed corrective actions. Is informed by the Internal Audit Division about the progress in implementing corrective measures for the audited parties.
8. Pursuant to article 16 par. 1 (b) of Law 4706/2020, it receives and reviews quarterly reports of the activities of the Internal Audit Division, which it then forwards to the Board of Directors for information.
9. It informs the Board of Directors, at least every quarter on the main findings and proposals of the completed audits.
10. Evaluates the Annual Report - Report on the activities of the Internal Audit Division and informs the Board of Directors on the completion of the Annual Audit Plan.
11. Evaluates at least once a year the adequacy, quality and efficiency of the Internal Audit Division, in order to promote more effective approaches, where necessary, without violating its independence.
12. Monitors the performance of extraordinary audits assigned at its order or at the order of Management (Chairman of the Board of Directors - Chief Executive Officer), through the Audit Committee.
13. Reviews and approves the reporting recommended by the Internal Audit Division.
14. The Audit Committee examines and submits to the Board of Directors a relevant proposal for the approval of the Bylaws of the Internal Audit Division, according to article 16 par. 1 Law 4706/2020, in order to ensure that it is compatible with the regulatory and legislative regulations and assists in the substantial implementation of an effective internal audit system of the Company

3.4 Supervision of Financial reporting (Article 44, Law 4449/2017):

More specifically, in terms of Financial Reporting, the responsibilities and obligations of the Audit Committee are determined, while maintaining the full responsibility of the members of

the Board of Directors, the Audit Committee, inter alia:

1. Supports the Board of Directors to ensure that the financial statements of the Company are reliable and in line with the Accounting Standards, the tax authorities and the applicable laws.
2. Reviews the semi-annual and annual Financial Statements and the accompanying reports, to evaluate their completeness and consistency in relation to the information that has been taken into account, as well as the accounting principles applied by the Company and recommends their approval to the Board of Directors.
3. Monitors the process and the performance of the Statutory Audit, the Separate and Consolidated Financial Statements of the Company and records the actions it takes, during the process of conducting the statutory audit.
4. Monitors and evaluates the process of preparation of financial statements as well as any other form of financial reporting.
5. Reviews important accounting and financial reporting issues, with an emphasis on issues of judgement and asset and liability valuation methods.
6. Stays up to date and monitors the legal and tax issues of the Company, which can significantly affect the financial statements.
7. Ensures on behalf of the Board of Directors that there are no significant disagreements between Management and the External Auditors. For this purpose it holds meetings, with or without the presence of the Management, with the External Auditors to discuss the above issues.
8. Informs the Board of Directors on issues for which the External Auditors express deep concern.
9. For the implementation of the above, the Audit Committee is expected to hold meetings with the Management - competent Executives during the preparation of the Financial Reports, as well as with the External Auditors during the planning stage of the audit.

3.5 Supervision of external auditors

A. The Audit Committee is solely responsible for the selection process of External Certified Auditors-Accountants or Auditing Companies and proposes the Certified Auditors-Accountants or Auditing Companies to be appointed, in accordance with Article 16 of Regulation (EU) no. 537/2014

1. Sets out the criteria for the selection of External Auditors, issues of technical specifications, as well as issues of independence and conflict of interest of candidates.
2. Ensures the holding of a tender process for the selection of External Auditors, at intervals prescribed by law.
3. Recommends to the Board of Directors the content of the call for proposals for the appointment of the External Auditors of the Company.
4. After examining the submitted candidates, in terms of the Technical and financial part of their offer and in terms of independence and conflict of interest, submits to the Board of Directors a proposal on the appointment, reappointment and recall of External Auditors, as well as the approval of their remuneration. . The proposal of the Audit Committee, after it is approved by the Board of Directors, is submitted for approval to the General Meeting of Shareholders of the Company.
5. Reviews the contract with the selected External Auditors before signing it.

B. Regarding the supervision of the regular external audit, in terms of the Financial Reporting, the Audit Committee:

1. Is informed about the procedure and the Plan for the Audit of the Financial Information by the External Auditors.
2. It is also informed by the External Auditor on the Annual Statutory Audit Plan before its implementation, and ensures that the Annual Statutory Audit Plan will cover the most important areas of audit, taking into account the main areas of Business Risk and Financial Risk.
3. Discusses with the External Auditors any weaknesses of the Internal Audit System that have been identified, especially those related to the procedures for the provision of financial information and preparation of financial statements
4. Discusses with the External Auditors any substantial audit differences that arise during the audit, regardless of whether they have been resolved.
5. Reviews the letter requested by the External Auditors from the Management (Representation Letter)
6. Evaluates on an annual basis the work of the External Auditors and assures the Board of Directors that their work, in terms of scope and quality, is correct and adequate.
7. Informs the Board of Directors about the result of the external audit and analyses the contribution of the external audit to the integrity of the financial information, as well

as the role of the Audit Committee in this process.

8. Examines and monitors the independence of the External Auditors, the objectivity and effectiveness of the audit process, taking into account the relevant professional and regulatory demands. Approves the provision of non-audit services by the External Auditors, after previously assessing potential threats relating to the risks to their independence and the safeguards applied to limit these risks in accordance with current legislation (Regulation (EU) 537/2014 and Law 4449/2017 which incorporates Directive 2014/56/EU in Greek law) and receives annually from the External Auditors a letter of assurance of their independence.

3.6 Reports - Information to the Board of Directors

1. The Audit Committee, through its Chairman, informs the Board of Directors on a quarterly basis about the Works of the Committee.
2. The Audit Committee prepares an Annual Report on its work, which it submits to the Board of Directors and to the Ordinary General Meeting of Shareholders. This report includes a description of the company's sustainable development policy.
3. It evaluates its performance annually, according to the evaluation procedures of the Company, for the Board of Directors and its Committees and submits the results of the evaluation to the Board of Directors.

3.7 Effect of Bylaws and evaluation

1. The Bylaws, as well as any amendments thereto, are approved by the Board of Directors of the Company and are posted on the Company's website.
2. The Bylaws enter into force immediately after approval by the Board of Directors of EYDAP SA.
3. The Audit Committee evaluates - at least every two (2) years - the suitability and effectiveness of these Bylaws, to determine if there is a need to update it and in any case when there are changes in the role and responsibilities of the Committee, the Company or the law, relating to matters covered by these Bylaws.